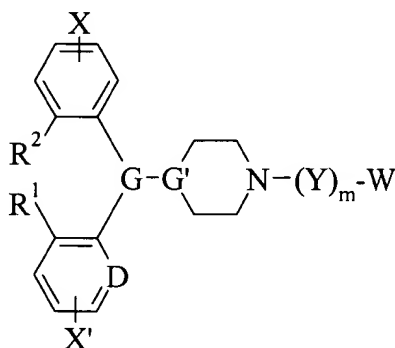


AMENDMENTS TO THE CLAIMS

1. (Canceled)
2. (Currently Amended) The A compound of ~~claim 1~~ having the formula I'':



I

and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof, wherein:

X and X' independently are hydrogen, halo, alkyl, alkenyl, alkynyl, alkoxy, trifluoromethyl or -
(Y')_m-W';

G and G' together form $\text{HC}-\text{CH}$, or $\text{C}=\text{C}$;

D is -CH= or =N-;

R¹ and R² independently are hydrogen or together are -(CH₂)_n in which n is equal to 0, 1, 2,
or 3;

m and m' are independently 0 or 1;

Y and Y' are -L¹- or -L²-V(Z)_t-L³- in which t is 0 or 1;

L¹ is alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more
methylenes are replaced by -O-, -S-, -S(O)-, -S(O)₂-, -N(Q)-, or -N(R³)-;

L² is (a) alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more
methylenes are replaced by -O-, -S-, -S(O)-, -S(O)₂-, -N(Q')-, or -N(R⁴)-, or (b) -L⁴-C(O)-N(Q')- or -L⁴(Q')-, or
(c) a direct bond;

L³ is (a) alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more
methylenes are replaced by -O-, -S-, -S(O)-, -S(O)₂-, -N(Q'')-, or -N(R⁵)-, or (b) a direct bond;

L⁴ is (a) alkylene; alkenylene, alkynylene, or one of the foregoing in which one or more
methylenes are replaced by -O-, -S-, -S(O)-, -S(O)₂-, -N(Q'')-, or -N(R⁵)-, or (b) a direct bond;

V is (a) a divalent arene, a divalent heteroarene, or a divalent saturated heterocycle when t is 0, or (b) a trivalent arene or trivalent heteroarene when t is 1;

Q, Q', and Q'' independently are hydrogen, -AC(O)OR⁶, or -AC(O)NR⁶R⁷;

W and W' independently are -N(OM)C(O)N(R⁸)R⁹, -N(R⁸)C(O)N(OM)R⁹, -N(OM)C(O)R⁸, -C(O)NR⁸R⁹, or -C(O)OR⁸, provided that at least one of W and W' is -N(OM)C(O)N(R⁸)R⁹, -N(R⁸)C(O)N(OM)R⁹, or -N(OM)C(O)R⁸;

Z is -A''N(OM')C(O)N(R¹⁰)R¹¹, -A''N(R¹⁰)C(O)N(OM')R¹¹, -A''N(OM')C(O)R¹¹, -A'C(O)N(OM')R¹¹, -A'C(O)NR¹⁰R¹¹, -A'C(O)OR¹⁰, halo, CH₃, NR³R⁴, NR³C(O)R⁴, NO₂, CN, CF₃, S(O)₂NR³R⁴, S(O)₂R³, SR³, or S(O)R³;

A, A' and A'' independently are a direct bond, alkylene, alkenylene, alkynylene, yloalkylaryl, yloarylalkyl, or diyloalkylarene or one of the foregoing in which one or more methylenes are replaced with -O-, -NH-, -S-, -S(O)-, or -S(O)₂- and/or one or more methylenes are replaced by =N-;

M and M' independently are hydrogen, a pharmaceutically acceptable cation, or a metabolically cleavable group; and

R³, R⁴, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰, and R¹¹ are independently hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkyl, alkylaryl, alkylarylalkyl, or one of the foregoing in which one or more methylenes are replaced by -O-, -NH-, -S-, -S(O)-, or -S(O)₂- and/or one or more methylenes are replaced by =N-;

provided that, other than the oxygens bound to the sulfurs in -S(O)- and -S(O)₂-, when one or more methylenes are replaced with -O-, -NH-, -S-, -S(O)-, or -S(O)₂- and when one or more methylenes are replaced with =N-, such replacement does not result in two heteroatoms being covalently bound to each other;

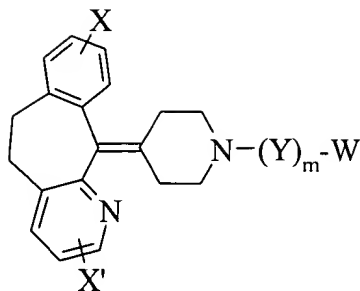
and further provided that when m is 0, W is not -C(O)NR⁸R⁹, or -C(O)OR⁸,

and further provided that in the substituent -AC(O)OOR⁶, R⁶ cannot be hydrogen when A is a direct bond.

~~wherein the substituents are as defined in claim 1, and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof.~~

3. (Canceled)

4. (Currently Amended) The compound according to ~~claim 1~~ claim 2 having the formula **III**:



III

wherein the substituents are as defined in ~~claim 1~~claim 2, and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof.

5-10. (Canceled)

11. (Previously Presented) A compound selected from the group consisting of compounds **10**, **32**, **53**, **54**, **61**, **73** and **74**.

12. (Previously Presented) A compound that is compound **32**.

13-15. (Canceled)

16. (Currently Amended) A compound according to ~~claim 1~~claim 2 wherein
X and X' independently are hydrogen, halo, alkyl, alkenyl, alkynyl, alkoxy or trifluoromethyl;
W is -N(OM)C(O)N(R⁸)R⁹, -N(R⁸)C(O)N(OM)R⁹ or -N(OM)C(O)R⁸[;].

17. (Currently Amended) A compound according to claim 2~~claim 1~~ wherein
L⁴ is alkylene
Z is -N(OM')C(O)N(R¹⁰)R¹¹, -N(R¹⁰)C(O)N(OM')R¹¹, -N(OM')C(O)R¹¹, -A'C(O)N(OM')R¹¹, -
A'C(O)NR¹⁰R¹¹ or -A'C(O)OR¹⁰.

18. (Currently Amended) A compound according to claim 2~~claim 1~~ wherein
X and X' independently are -H, halo, alkyl, alkenyl, alkynyl, alkoxy or trifluoromethyl;
L⁴ is alkylene
W is -N(OM)C(O)N(R⁸)R⁹, -N(R⁸)C(O)N(OM)R⁹ or -N(OM)C(O)R⁸;
Z is -N(OM')C(O)N(R¹⁰)R¹¹, -N(R¹⁰)C(O)N(OM')R¹¹, -N(OM')C(O)R¹¹, -A'C(O)N(OM')R¹¹, -
A'C(O)NR¹⁰R¹¹ or -A'C(O)OR¹⁰.

19. (Currently Amended) A compound according to claim 2~~claim 1~~ wherein when M or M' is a metabolically cleavable group this is selected from an organic or inorganic anion, a pharmaceutically acceptable cation, acyl, alkyl, phosphate, sulfate and sulfonate, $\text{NH}_2\text{C}(\text{O})-$ or $(\text{alkyl})\text{OC}(\text{O})-$.
20. (Original) A compound according to claim 19 wherein acyl is $(\text{alkyl})\text{C}(\text{O})$, including acetyl, propionyl and butyryl.
21. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound according to claim 2~~claim 1~~.
22. (Canceled)
23. (Currently Amended) A method of treating asthma, the method comprising administering to a patient suffering from asthma an amount of a compound according to claim 2~~claim 1~~ sufficient to reduce or eliminate the asthma.
24. (Canceled)